

EXHIBIT D

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

SCANSOFT, INC.

Plaintiff,

v.

VOICE SIGNAL TECHNOLOGIES, INC.,
LAURENCE S. GILLICK, ROBERT S.
ROTH, JONATHAN P. YAMRON, and
MANFRED G. GRABHERR

Defendants.

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) Civil Action No. 04-10353-PBS
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DECLARATION OF M. BRAD LAWRENCE

I, M. Brad Lawrence, declare under oath and state as follows:

1. I am an associate at the firm of Bromberg & Sunstein LLP, 125 Summer Street, Boston, MA 02110. I represent ScanSoft, Inc. ("ScanSoft") in the above-captioned matter.

2. When I appeared as counsel for ScanSoft in this matter, I executed an undertaking by which I swore to abide by the provisions of the Court's Protective Order, which prohibits the disclosure or use of protected information for any purpose not connected with the prosecution of this case. *See Exhibit A*, Undertaking of M. Brad Lawrence.

3. On January 27, 2006, I executed an additional certification by which I agreed to become ScanSoft's "one designated counsel," as defined by the Court's Neutral Expert Procedure. In this certification, I swore to use the information I received as "one opposing counsel" only for the purpose of litigating this suit. *See Exhibit B*, Certificate of Compliance of M. Brad Lawrence Related to Non-Disclosure of Software Code.

4. VST subsequently provided me with sections of its source code. This source code is protected by the Court's Protective Order and by the Court's Neutral Expert Procedure.

5. VST produced its source code on a laptop computer which is accessible only by password.

6. I have not shown VST's source code or source code documentation to anyone other than the neutral expert, VST's own counsel, and, as of May 3, 2006, ScanSoft's independent expert, Dr. Richard Goldhor. I have not permitted any source code information to leave my office unattended by me. Aside from Dr. Goldhor, I have not told anyone the password to the laptop containing VST's source code information.

7. I did not disclose any of VST's confidential or protected information described in the Protective Order and the Neutral Expert Procedure to Nuance or its counsel in the Texas litigation.

8. I have not had any communications with counsel representing Nuance in the Texas litigation.

I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT. EXECUTED ON MAY 5, 2006.



M. Brad Lawrence

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